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January 7, 2013 57739.00072

VIA HAND DELIVERY

Marlene H. Dortch, Secretary Federal Communications Commission 445 12th Street, SW Washington, DC 20554

Re: Applications of Deutsche Telekom AG, T-Mobile USA, Inc., and MetroPCS Communications, Inc., for Consent to Transfer of Control of Licenses and Authorizations Held by MetroPCS Communications, Inc., and Its Subsidiaries and by T-Mobile USA, Inc., and its Subsidiaries, WT Docket No. 12-301

Dear Ms. Dortch:

On behalf of MetroPCS Communications, Inc., and its subsidiaries ("MetroPCS"), the undersigned hereby submits the enclosed confidential and highly confidential materials in response to the December 20, 2012 information and discovery request in the above-referenced proceeding (the "December 20 Letter") issued by the Federal Communications Commission (the "Commission" or "FCC") staff.¹ This submission includes narrative responses, one disk containing confidential documents and one disk containing highly confidential documents. These materials respond to all requests of the December 20 Letter.

In accordance with the December 20 Letter, the documents provided are in Summation format. The disks contain production volume MPCS001-001. Documents on these disks are sequentially numbered MPCS-FCC-00000001 through MPCS-FCC-00004786. The production index is also included on both disks. Data responsive to Items 8 and 9 is included in a "Data" folder on the Confidential production disk. Data responsive to Item 10 is included in a "Data" folder on the Highly Confidential production disk.

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¹ Letter from Ruth Milkman, Chief, Wireless Telecommunications Bureau, to Mark A. Stachiw, MetroPCS Communications, Inc., WT Docket No. 12-301, Dec. 20, 2012.

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The documents provided in this submission are either confidential or highly confidential and therefore are being provided under seal pursuant to the Commission's Protective Order² and Second Protective Order³ respectively. All confidential materials are designated as "confidential" in their entirety and are included on a disk marked "CONFIDENTIAL INFORMATION – SUBJECT TO PROTECTIVE ORDER IN WT DOCKET NO. 12-301 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION," according to the requirements of the Protective Order. All highly confidential materials are designated as "highly confidential" in their entirety and are included on a disk marked "HIGHLY CONFIDENTIAL INFORMATION – SUBJECT TO SECOND PROTECTIVE ORDER IN WT DOCKET NO. 12-301 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION," according to the requirements of the Second Protective Order.

Pursuant to discussions with Commission staff, MetroPCS is providing the Commission with certain responsive documents that have been provided to the Department of Justice ("DOJ") with respect to this proposed transaction.⁴ For convenience, we have asked our vendor to include the DOJ bates numbers in the metadata for this production, which should allow for cross-referencing between DOJ and FCC materials. Some of the documents referenced below may be responsive to more than one request, which will also be referenced in the metadata. MetroPCS submits the following in response to the requests of the December 20 Letter:

MetroPCS' organizational chart and personnel directory as requested in *Item # 1* are designated as confidential and are provided in documents ranging from MPCS-FCC-00000031 through MPCS-FCC-00000063. [BEGIN HIGHLY CONFIDENTIAL INFORMATION]

[END HIGHLY CONFIDENTIAL INFORMATION]

The plans, analyses and reports responsive to *Item # 2* are provided in documents ranging from MPCS-FCC-00000065 through MPCS-FCC-00000153. These documents are designated as highly confidential.

² In the Matter of Applications of Deutsche Telekom AG, T-Mobile USA, Inc., and MetroPCS Communications, Inc. For Consent To Assign or Transfer Control of Licenses and Authorizations, WT Docket No. 12-301, Protective Order, DA 12-1664 (rel. Oct. 17, 2012).

³ In the Matter of Applications of Deutsche Telekom AG, T-Mobile USA, Inc., and MetroPCS Communications, Inc. For Consent To Assign or Transfer Control of Licenses and Authorizations, WT Docket No. 12-301, Second Protective Order, DA 12-1665 (rel. Oct. 17, 2012).

⁴ Documents that are being produced in response to Items 8, 9 and 10 have not previously been provided to the Department of Justice.

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The analyses responsive to *Item # 3* are provided in documents ranging from MPCS-FCC-00000154 through MPCS-FCC-00000423, as well as in the range of documents responsive to Item #2. These documents are designated as highly confidential.

The plans, analyses and reports responsive to *Item # 4* are provided in documents ranging from MPCS-FCC-00000424 through MPCS-FCC-00000679, as well as in the ranges of documents responsive to Items 2 and 3. These documents are designated as highly confidential.

MetroPCS is providing the following in response to *Item # 5*:

- With respect to the detailed description of the migration plan, MetroPCS refers the Commission to the response provided by Deutsche Telekom AG and T-Mobile USA, Inc. ("Deutsche Telekom"), to Item # 8 in Deutsche Telekom's December 20, 2012 information request (the "DT Response").⁵
- With respect to plans, analyses, and reports discussing customer migration, MetroPCS has provided document number MPCS-FCC-00000685. This document is designated as highly confidential.
- With respect to documents relied upon by Mr. Glen in making certain statements in his declaration, MetroPCS has submitted documents ranging from MPCS-FCC-00000680 through MPCS-FCC-00000694, as well as in the ranges of documents responsive to Items 3 and 4. These documents are designated as highly confidential.

⁵ Letter from Ruth Milkman, Chief, Wireless Telecommunications Bureau, to Dan Menser, T-Mobile License LLC, Deutsche Telekom AG, WT Docket No. 12-301, Dec. 20, 2012. ("DT December 20 Letter"). Since Deutsche Telekom will hold a 74% controlling interest in the combined company if the proposed transaction is approved, it is in the best position to address this inquiry.

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MetroPCS is providing the following in response to *Item # 6*:

- With respect to the request for a detailed description of the plans for the expansion of the MetroPCS brand if the proposed transaction is approved, MetroPCS refers the Commission to Deutsche Telekom's response to Item # 9 of the DT Response.⁶
- With respect to plans, analyses, and reports discussing expansion plans, and potential
 modifications to the prepaid and postpaid MetroPCS models, MetroPCS has provided
 documents ranging from MPCS-FCC-00000695 through MPCS-FCC-00000697, as well as
 in the ranges of documents responsive to Items 2, 3, 4, and 5. These documents are
 designated as highly confidential.

The plans, analyses, and reports responsive to *Item # 7* are provided in documents ranging from MPCS-FCC-0000698 through MPCS-FCC-00004778. These documents are designated as highly confidential.

The requested .csv file for *Item # 8* is provided in documents ranging from MPCS-FCC-00004779 through MPCS-FCC-00004783. A courtesy copy of this .csv file is also provided in the "Data" folder on the Confidential production disk. Please note that some of the data in the responsive data set is confidential information and thus, for the ease of production, this document in its entirety is designated as confidential.

Maps responsive to *Item # 9* are provided in the "Data" folder on the Confidential production disk. An explanation of the map data files is included in this folder and is included in the document production as MPCS-FCC-00004784. These documents are designated as confidential.

Data responsive to *Item # 10* is provided in the "Data" folder on the Highly Confidential production disk. [BEGIN HIGHLY CONFIDENTIAL INFORMATION]

⁶ DT December 20 Letter. As noted above, Deutsche Telekom will hold a 74% controlling interest in the combined company if the proposed transaction is approved, and therefore is in the best position to comment on this inquiry that concerns post-transaction matters.

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HIGHLY CONFIDENTIAL INFORMATION]. This data is designated as highly confidential.

With respect to *Item # 11*, MetroPCS refers the Commission to the documents provided by Deutsche Telekom in response to Item # 15 of the DT Response.

MetroPCS is providing the following documents in response to *Item # 12*:

- The documents responsive to 12(a), 12(b) and 12(g) are provided in documents MPCS-FCC-00000001, MPCS-FCC-00000002, and documents ranging from MPCS-FCC-00000022 through MPCS-FCC-00000030. These documents are designated as confidential
- The documents responsive to 12(c), 12(d), 12(e) and 12(f) are provided in documents ranging from MPCS-FCC-00000003 through MPCS-FCC-00000021. These documents are designated as highly confidential.

7 [BEGIN HIGHLY CONFIDENTIAL INFORMATION]

[END HIGHLY CONFIDENTIAL INFORMATION]

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MetroPCS has not claimed privilege for any of the documents it provided to DOJ, and is not withholding from the FCC on the ground of privilege any documents previously provided to DOJ, thus negating the need for a privilege log in connection with this production.⁸

Please feel free to contact the undersigned should you have any questions.

Sincerely,

Carl W. Northrop

of TELECOMMUNICATIONS LAW PROFESSIONALS PLLC

cc (via email): David Hu (david.hu@fcc.gov)

Kathy Harris (Kathy.harris@fcc.gov)

Kate Matraves (Catherine.matraves@fcc.gov)

Jim Bird (TransactionTeam@fcc.gov)

Enclosures

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⁸ MetroPCS has taken efforts to ensure that none of the documents submitted to the Commission or any other agency in this matter are subject to the attorney-client privilege, the work product doctrine or any other applicable privilege. However, to the extent that privileged or protected documents and information may have been produced notwithstanding MetroPCS' efforts, such production shall be without prejudice to our claim that any such documents and information are protected by the attorney-client privilege, the work product doctrine, or any other applicable privilege. MetroPCS does not waive any privilege or protection by such production, and MetroPCS does not intend to waive any applicable privilege or the protection of the work product doctrine with respect to any matter. MetroPCS requests that any privileged or protected documents inadvertently produced be returned to MetroPCS as soon as such inadvertent production is discovered by any party, and reserves all rights to seek the return of any such documents.